

Stamp + Return

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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159Approved by OMB  
3060-0589  
Page No. 1 of 3

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Timothy E. Welch</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1116 Heartfields Drive</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Silver Spring</b>		(7) STATE <b>MD</b>	(8) ZIP CODE <b>20904</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-321-1448</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003778297</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Northeast Communications of Wisconsin, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>450 Security Blvd.</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Green Bay</b>		(17) STATE <b>WI</b>	(18) ZIP CODE <b>54313</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>920-617-7000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0002706190</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, <u>Timothy E. Welch</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. X /s/ Timothy E. Welch			
		DATE <u>December 6, 2013</u>	

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINATION SHEET)</b> FORM 159-C Page No <u>2</u> of <u>3</u>		SPECIAL USE  FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT <b>SECTION BB - ADDITIONAL APPLICANT INFORMATION</b>		
(13) APPLICANT NAME <b>Lakefield Telecom, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>7520 English Lake Road</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Manitowoc</b>	(17) STATE <b>WI</b>	(18) ZIP CODE <b>54220</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>920-758-2211</b>	(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0023180748</b>	(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C Page No <u>3</u> of <u>3</u>		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Lakefield Telephone Company</b>		
(14) STREET ADDRESS LINE NO.1 <b>7520 English Lake Road</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Manitowoc</b>	(17) STATE <b>WI</b>	(18) ZIP CODE <b>54220</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>920-758-2211</b>	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0003773785</b>	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	



December 6, 2013

1025 Connecticut Ave., N.W.  
Suite 1000  
Washington, D.C. 20036  
(202) 857-1470  
Fax (301) 622-2864

*Via Federal Express*

Timothy E. Welch  
welchlaw@earthlink.net

Federal Communications Commission  
c/o US Bank  
Government Lockbox 979091  
SL-MO-C2-GL  
1005 Convention Plaza  
St. Louis MO 63101

ATTN: FCC Government Lockbox

Re: Section 214 Application for Streamlined Transfer of Control of Domestic Section  
214 Authorizations of Lakefield Telecom, Inc. and Its Wholly-Owned Subsidiary  
Lakefield Telephone Company to Northeast Communications of Wisconsin, Inc. dba Nsight

Ladies and Gentlemen:

Enclosed please find 1) an original and six (6) copies of the referenced Domestic Section 214 Application for Transfer of Control; 2) an FCC Form 159 completed attached to the original and each application copy to show payment of the applicable \$1,050.00 application filing fee by my credit card; and 3) a self-addressed, pre-paid Federal Express Airbill affixed to an overnight envelope to be used to provide my office with a receipt date stamp of the filing.

Please redact my credit card information before releasing the Form 159 to the public.

Please refer any questions to the undersigned.

Sincerely,



Timothy E. Welch

cc: Gerard J. Duffy, Esq.

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
**Lakefield Telecom, Inc.** )  
Transferor )  
 )  
**Northeast Communications of Wisconsin, Inc.** )  
Transferee )  
 )  
For Transfer of Control of Lakefield Telecom, Inc. )  
and its Wholly-Owned Subsidiaries Lakefield )  
Telephone Company and Lakefield )  
Communications, Inc. that Provide Interstate )  
Exchange Access and Interstate Inter-Exchange )  
Service in Wisconsin Pursuant to Domestic Blanket )  
Authorizations Under Section 214 of the )  
Communications Act )

WC Docket No. 13-\_\_\_\_\_

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF  
DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS  
AND REQUEST FOR EXPEDITED PROCESSING**

Lakefield Telecom, Inc. ("Lakefield" or "Transferor"; FRN: 0023180748) and Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices ("Nsight" or "Transferee"; FRN: 0002706190) hereby request Commission authorization for the transfer of control of the blanket domestic Section 214 authorizations held by its wholly-owned subsidiaries Lakefield Telephone Company ("LTC"; FRN: 0003773785) and Lakefield Communications, Inc. ("LCI"; FRN: 0003773793) from Lakefield and its current shareholders to Nsight.

Lakefield (FRN: 0023180748), a Wisconsin corporation, is a holding company. Lakefield's wholly-owned subsidiary LTC (FRN: 0003773785), a Wisconsin Corporation, provides local exchange telephone services and interstate exchange access as an incumbent local exchange carrier ("ILEC") serving approximately 1,310 access lines in the following Wisconsin County: Manitowoc.

Lakefield's wholly-owned subsidiary LCI (FRN: 0003773793), a Wisconsin Corporation, provides local exchange telephone services and interstate exchange access as a competitive local exchange carrier ("CLEC") to approximately 1,862 access lines in the following Wisconsin County: Manitowoc. LCI also provides resold interstate and international toll services to customers located in the local exchange service areas serviced by LCT and LCI.

Nsight (FRN: 0002706190), a Wisconsin corporation, holds a number of wireless licenses indirectly through affiliated companies. Nsight is the parent company and 100% owner of: (1) Northeast Telephone Company, LLC (FRN: 0004322178), a Wisconsin limited liability company, serves approximately 4,700 access lines and provides ILEC local exchange telephone services including interstate exchange access in the following Wisconsin Counties: Brown, Oconto, Outagamie, and Shawano; (2) Bayland Telephone, LLC (FRN: 0003749736), a Wisconsin limited liability company, serves approximately 1,700 access lines and provides ILEC local exchange telephone services including interstate exchange access in the following Wisconsin County: Oconto; (3) NET LEC, LLC (FRN: 0004320529), Brown County CLEC, LLC (FRN: 0004320545), and Bayland Communications, LLC (FRN: 0003749744), each being a Wisconsin limited liability company, serve in combination approximately 5,500 access lines and provide CLEC services predominately to businesses in the following Wisconsin Counties: Brown, Outagamie, Oconto, and Winnebago.



Nsight has pending Domestic and International Section 214 applications to acquire control of Niagara Telephone Company. *See* Docket No. 13-283; File No. ITC-T/C-20131119-00318.

The proposed transaction will be accomplished by the merger of Lakefield Acquisition II, Inc., a newly-formed Wisconsin corporation owned 100 percent by Nsight, with and into Lakefield, with Lakefield continuing as the surviving corporation. The pre-merger shares and rights of Lakefield's approximately 391 existing shareholders will be canceled and extinguished, subject to various provisions for the payment of the merger consideration to Lakefield's pre-merger shareholders, and Transferee's shares will be converted into shares of the surviving corporation. At the completion of the merger all of the issued and outstanding common stock of Lakefield will be owned by Nsight. Control of Lakefield will give Nsight control over the blanket domestic Section 214 authorizations of its wholly-owned subsidiaries LTC and LCI.

Information required by Section 63.04(a) of the Commission's Rules:

**(1) Name, address and telephone number of each applicant:**

**Transferor:**

Lakefield Telecom, Inc.  
7520 English Lake Road  
Manitowoc, WI 54220-9524  
Telephone: 920-758-2211  
Facsimile: 920-758-2997

**Transferee:**

Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices  
450 Security Boulevard  
Green Bay, Wisconsin 54313  
Telephone: 920-617-7000  
Facsimile: 920-617-7329

**(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Lakefield, LTC, and LCI are corporations organized under the laws of the Wisconsin.

Nsight is a corporation organized under the laws of the Wisconsin.

**(3) Name, title, address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

**For Transferor:**

Philip Nass – General Manager  
Lakefield Communications, Inc.  
7520 English Lake Road  
Manitowoc, WI 54220-9524  
Telephone: 920-758-2211  
Facsimile: 920-758-2997

**With a copy to Counsel:**

Gerard J. Duffy  
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP  
2120 L Street, NW (Suite 300)  
Washington, DC 20037  
Telephone: (202) 659-0830  
Facsimile: (202) 828-5568  
Email: gjd@bloostonlaw.com

**For Transferee:**

Mark M. Naze, CFO & Treasurer  
Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices  
450 Security Boulevard  
Green Bay, Wisconsin 54313  
Telephone: 920-617-7000  
Facsimile: 920-617-7329

**With a copy to Counsel:**

Timothy E. Welch  
Hill & Welch  
1025 Connecticut Ave., NW #1000  
Washington, DC 20036  
Telephone: 202-857-1470  
Facsimile: 301-622-2864  
welchlaw@earthlink.net

**(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten percent (10%) of the equity of the applicant:**

**LTC & LCI – Prior to and Subsequent to the Proposed Transaction:**

The only entity that owns at least ten percent (10%) of the equity of LTC and LCI before the proposed transaction is:



<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Lakefield Telecom, Inc. 7520 English Lake Road Manitowoc, WI 54220-9524	100.00%	WI Corp.	Telecommunications

After completion of the two step merger the only owner of least ten percent (10%) of the equity of LTC and LCI will be:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Lakefield Telecom, Inc. 7520 English Lake Road Manitowoc, WI 54220-9524	100.00%	WI Corp.	Telecommunications

**Lakefield – Prior to Proposed Transaction:**

Lakefield presently has approximately 391 stockholders, none of whom directly or indirectly owns ten percent (10%) or more of the equity of Lakefield prior to the proposed transaction.

**Lakefield - After Proposed Transaction:**

The name, address, citizenship and principal business of the only entity that will own at least ten percent (10%) of the equity of the post-merger Lakefield will be:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Northeast Communications of Wisconsin, Inc. 450 Security Boulevard Green Bay, WI 54313	100.00%	WI Corp.	Telecommunications

The names, addresses, citizenship and principal businesses of the entities owning at least ten percent (10%) of Nsight's equity both prior to and subsequent to the proposed transaction are:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Voting%</u>	<u>Citizenship</u>	<u>Principal Business</u>
Patrick D. Riordan 450 Security Blvd. Green Bay, WI 54313	14.98%	16.00%	U.S.A.	Telecommunications
Robert H. Riordan 450 Security Blvd. Green Bay, WI 54313	11.32%	12.10%	U.S.A.	Telecommunications
Tailwind Capital Partners 485 Lexington Ave. New York, NY 10017	13.64%	14.57%	U.S.A	Private Equity

The managing/general partners of Tailwinds Capital Partners are: David S. Bauman, Jeffrey M. Calhoun, James S. Hoch, Geoffrey S. Raker, Frank V. Sica, Lawrence B. Sorrel, and Adam F. Stulberger. Each of these persons is a citizen of the United States.

Family relationships: Patrick D. Riordan and Robert H. Riordan are siblings. The listed shareholders are shown with the total ownership and voting interests attributable to themselves and to their immediate families (spouses and/or children). With the exception of Patrick D. Riordan, no single member of any of the families owns or votes a 10% or greater interest; Robert H. Riordan owns less than 10% as an individual. The indicated voting interests are slightly higher than the indicated equity interests because there is a small amount of non-voting stock which dilutes the equity % relative to the voting %. No other individual or entity directly or indirectly will own ten percent (10%) or more of the equity of Nsight prior to or subsequent to the proposed transaction.

**(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Lakefield and Nsight hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to this application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(6) Description of the transaction:**

The proposed transaction will be accomplished by the merger of Lakefield Acquisition II, Inc., a newly-formed Wisconsin corporation owned 100 percent by Nsight, with and into Lakefield, with Lakefield continuing as the surviving corporation. The existing shares and rights of Lakefield's pre-merger shareholders will be canceled and extinguished, subject to various

provisions for the payment of the merger consideration to such pre-merger Lakefield shareholders, and Transferee's shares will be converted into shares of the surviving corporation. At the completion of the merger all of the issued and outstanding common stock of Lakefield will be owned by Nsight. Control of Lakefield will give Nsight control over the blanket domestic Section 214 authorizations of its wholly-owned subsidiaries LTC and LCI.

**(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services:**

Attached hereto is a map showing the Wisconsin local exchange service areas for the LECs involved in this application: LTC (#38), Niagara (#50) (being acquired under Docket No. 13-283), Nsight's wholly-owned subsidiary Northeast Telephone Company, LLC (#51), and Nsight's wholly-owned subsidiary Bayland Telephone, LLC (#6). These LEC local exchange service areas do not overlap and they are not adjacent to each other. Nsight's affiliated LECs, including the pending Niagara acquisition, do not provide, are not certificated to provide, and are not seeking certification to provide, telephone exchange or interstate access services in, or adjacent to, any area served, certificated to be served, or sought to be served by LTC. Nsight's affiliated CLECs, including the pending Niagara acquisition, do not provide, and do not intend to provide, telephone exchange or interstate access services in or adjacent to any area served or sought to be served by LTC.

Lakefield's wholly-owned CLEC subsidiary LCI provides CLEC services in Manitowoc County Wisconsin. Nsight's affiliated LECs, including the pending Niagara acquisition, do not provide, and do not intend to provide, telephone exchange or interstate access services in, or adjacent to, Manitowoc County, Wisconsin. Nsight's affiliated CLECs, including the pending



Niagara acquisition, do not provide, and do not intend to provide, telephone exchange or interstate access services in or adjacent to any area served or sought to be served by LCI.

#### **Areas and Services of Lakefield and Affiliates**

Lakefield (FRN: 0023180748), a holding company organized under the laws of Wisconsin, does not directly provide telecommunications services.

Lakefield's wholly-owned subsidiary LTC (FRN: 0003773785), a Wisconsin Corporation, provides local exchange telephone services including interstate exchange access as an ILEC serving approximately 1,310 access lines in the following Wisconsin County: Manitowoc.

Lakefield's wholly-owned subsidiary LCI (FRN: 0003773793), a Wisconsin Corporation, provides local exchange telephone services and interstate exchange access as a CLEC to approximately 1,862 access lines in the following Wisconsin County: Manitowoc. LCI also provides resold interstate and international toll services to customers located in the local exchange service areas serviced by LCT and LCI. LCI is the owner of an approximately 22% interest in Wisconsin RSA-10 Limited Partnership (FRN: 0002698892) which is the licensee of cellular Station KNKN294 and associated P-P microwave stations which provide cellular service in CMA717B.

Lakefield and its subsidiaries have no ownership interests in any other entities that offer domestic telecommunications services.

#### **Areas and Services of Nsight and Affiliates**

Nsight (FRN: 0002706190) is a holding company organized under the laws of Wisconsin.

Nsight's wholly-owned subsidiary Northeast Telephone Company, LLC (FRN: 0004322178) is an ILEC which provides local exchange telephone service including interstate

exchange access to approximately 4,700 access lines in the following Wisconsin Counties: Brown, Oconto, Outagamie, and Shawano.

Nsight's wholly-owned subsidiary Bayland Telephone, LLC (FRN: 0003749736) is an ILEC which provides local exchange telephone service including interstate exchange access to approximately 1,700 access lines in the following Wisconsin County: Oconto.

Nsight has pending an application to acquire Niagara Telephone Company which provides ILEC services to approximately 3,200 access lines in the following Wisconsin Counties: Florence and Marinette. *See* Docket No. 13-283.

Nsight's wholly-owned subsidiaries Bayland Communications, LLC (FRN: 0003749744), Brown County CLEC, LLC (FRN: 0004320545), and NET LEC, LLC (FRN: 0004320529) are CLECs which provide competitive telephone exchange service and interstate access service in the following Wisconsin Counties: Brown, Outagamie, Oconto, and Winnebago. Nsight's CLEC subsidiaries serve approximately 5,500 access lines.

Nsight has pending an application to acquire Niagara Telephone Company's wholly-owned subsidiary, Borderland Communications, LLC which provides CLEC services in Dickinson County Michigan only. *See* Docket No. 13-283; File No. ITC-T/C-20131119-00318.

Nsight owns a controlling general and limited partner interests in Wisconsin RSA No. 4 Limited Partnership (FRN: 0002703890), which is the licensee of cellular Station KNKN395 and associated P-P microwave stations, and which provide cellular service in CMA711B.

Nsight is the controlling interest holder in Wisconsin RSA-10 Limited Partnership (FRN: 0002698892) which is the licensee of cellular Station KNKN294 and associated P-P microwave stations which provide cellular service in CMA717B. A portion of this wireless service area covers Lakefield's telephone exchange area.

Nsight owns a 100.00 percent member interest in Nsight Spectrum, LLC (FRN 0020519138), a Wisconsin limited liability company which is the licensee of numerous wireless stations serving Wisconsin, Michigan, Minnesota, and Iowa.

Nsight currently has pending Domestic and International Section 214 applications to acquire control of Niagara Telephone Company. *See* Docket 13-283; File No. ITC-T/C-20131119-00318.

Nsight and its subsidiaries and affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

**(8) Expedited Processing Request:**

Because Nsight's WIRSA10 cellular service overlaps the Lakefield telephone exchange service area, Commission policy does not afford the instant application streamlined processing. However, the facts indicate that this application presents no possible anticompetitive concerns so the application should be accorded expedited processing to the extent possible. At the close of the transaction, all of Nsight's long distance affiliates will have a less than 10% share of the interstate, inter-exchange market. *See* 47 C.F.R. § 63.03(b)(2). Likewise, the requirements of Section 63.03(b)(2)(iii) are met because, post consummation, Nsight's independent local exchange carrier operations will serve a total of approximately 18,352 access lines (including the pending Niagara acquisition) which is less than 2% of the nation's subscriber lines the Commission recently estimated to be approximately 101,833,000 retail switched access lines as of June 2012. *See* Figure 1, page 2, "Local Telephone Competition: Status as of June 30, 2012" released in June 2013-

[http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2013/db0621/DOC-321568A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2013/db0621/DOC-321568A1.pdf)



Moreover, neither Lakefield and Nsight, nor their respective affiliated companies, have overlapping or adjacent telephone exchange service areas. Thus, streamlined processing of the instant Application is proper under Section 63.03(b)(2) of the Commission's Rules.

**(9) Identification of all other Commission applications related to the same transaction:**

The Applicants will file an electronic application via the International Bureau Filing System for transfer of control of LCI's International Section 214 authorization for global resale of switched services (File No. ITC-214-19961112-00570, granted December 31, 1996).

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because no party to the transaction is facing imminent business failure.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

**(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

The proposed transaction entails the transfer of control of Lakefield and its subsidiaries from Lakefield's existing shareholders to Nsight, an established rural telecommunications provider that has long served similar rural areas in northeastern Wisconsin. Lakefield and Nsight both have proven records of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice and data services at affordable rates to their rural Wisconsin service areas. The proposed transaction will ensure that the rural Wisconsin customers of

Lakefield and its subsidiaries will continue to receive high-quality, state-of-the-art voice and data services at affordable rates for the foreseeable future.

### **Conclusion and Declarations**

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations held by Lakefield and its subsidiaries to Nsight so that the Parties to this transaction can close the proposed transaction in the public interest.

In support whereof, the Declarants below hereby certify under penalty of perjury that he/she has reviewed the foregoing *Application For Consent to Transfer of Control of Domestic Blanket Section 214 Authorizations And Request For Expedited Processing* and that the information contained herein is true and accurate to the best of his/her knowledge, information, and belief.

[Signatures on next page]

**LAKEFIELD TELECOM, INC.**

By   
Philip Nass – General Manager/Sec/Treas.

Date December 6, 2013

Respectfully submitted,

**NORTHEAST COMMUNICATIONS OF  
WISCONSIN, INC., d/b/a  
NSIGHT TELSOURCES**

By \_\_\_\_\_  
Mark M. Naze, CFO & Treasurer

Date \_\_\_\_\_



Respectfully submitted,

**LAKEFIELD TELECOM, INC.**

**NORTHEAST COMMUNICATIONS OF  
WISCONSIN, INC., d/b/a  
NSIGHT TELSOURCES**

By \_\_\_\_\_  
Philip Nass – General Manager/Sec/Treas.

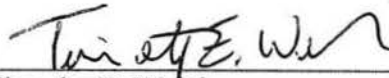
By  \_\_\_\_\_  
Mark M. Naze, CFO & Treasurer

Date \_\_\_\_\_

Date 12-4-13

WHEREFORE, in view of the information presented herein, it is respectfully submitted that grant of the instant application would serve the public interest.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read "Timothy E. Welch", is written over a horizontal line.

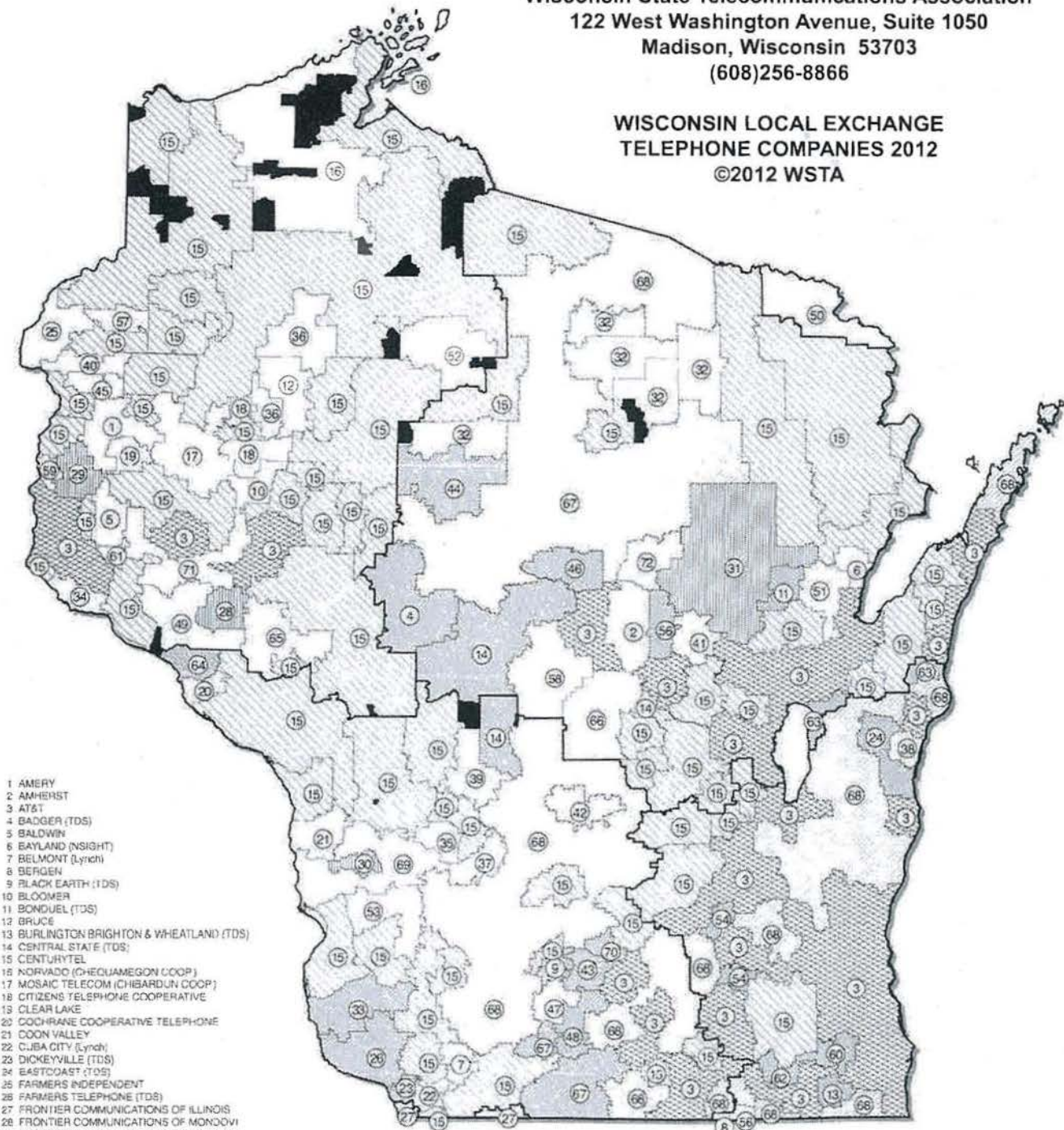
Timothy E. Welch  
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Washington, D.C. 20036  
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welchlaw@earthlink.net

December 6, 2013

# WSTA

Wisconsin State Telecommunications Association  
122 West Washington Avenue, Suite 1050  
Madison, Wisconsin 53703  
(608)256-8866

WISCONSIN LOCAL EXCHANGE  
TELEPHONE COMPANIES 2012  
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- 1 AMERY
- 2 AMHERST
- 3 AT&T
- 4 BADGER (TDS)
- 5 BALDWIN
- 6 BAYLAND (NSIGHT)
- 7 BELMONT (Lynd)
- 8 BERGEN
- 9 BLACK EARTH (TDS)
- 10 BLOOMER
- 11 BONDUCL (TDS)
- 12 BRUCE
- 13 BURLINGTON BRIGHTON & WHEATLAND (TDS)
- 14 CENTRAL STATE (TDS)
- 15 CENTURYTEL
- 16 NORVADO (CHEQUAMEGON COOP)
- 17 MOSAIC TELECOM (CHIBARDUN COOP)
- 18 CITIZENS TELEPHONE COOPERATIVE
- 19 CLEAR LAKE
- 20 COCHRANE COOPERATIVE TELEPHONE
- 21 COON VALLEY
- 22 CUBA CITY (Lynd)
- 23 DICKEYVILLE (TDS)
- 24 EASTCOAST (TDS)
- 25 FARMERS INDEPENDENT
- 26 FARMERS TELEPHONE (TDS)
- 27 FRONTIER COMMUNICATIONS OF ILLINOIS
- 28 FRONTIER COMMUNICATIONS OF MONDOVI
- 29 FRONTIER COMMUNICATIONS OF ST. CROIX
- 30 FRONTIER COMMUNICATIONS OF VIROQUA
- 31 FRONTIER COMMUNICATIONS OF WISCONSIN
- 32 FRONTIER, RHINELANDER TELEPHONE CO
- 33 GRANTLAND (TDS)
- 34 HAGER
- 35 HILLSBORO
- 36 INDIANHEAD
- 37 LA VALLE TELEPHONE COOPERATIVE
- 38 LAKEFIELD
- 39 LEMONWEIR VALLEY
- 40 LUCK (Lakeland Comm.)
- 41 MANAWA
- 42 MARQUETTE-ADAMS TELEPHONE COOPERATIVE
- 43 MID-PLAINS (TDS)
- 44 MIDWAY (TDS)
- 45 MILTOWN MUTUAL (Lakeland Comm.)
- 46 MCSINEE (TDS)
- 47 MT. HOREB
- 48 MT. VERNON (TDS)
- 49 NELSON TELEPHONE COOPERATIVE
- 50 NIAGARA
- 51 NORTHEAST (NSIGHT)
- 52 PRICE COUNTY
- 53 RICHLAND - GRANT TELEPHONE COOPERATIVE
- 54 RIVERSIDE (TDS)
- 55 SCANDINAVIA (TDS)

- 56 SHARON
- 57 SIREN
- 58 SOLARUS
- 59 SOMERSET
- 60 SOUTHEAST (TDS)
- 61 SPRING VALLEY
- 62 STATE LONG DISTANCE (TDS)
- 63 STOCKBRIDGE & SHERWOOD (TDS)
- 64 TENNEY (TDS)
- 65 TRI-COUNTY COMMUNICATIONS CO-OP
- 66 UNION
- 67 UTILITY (TDS)
- 68 FRONTIER
- 69 VERNON TELEPHONE COOPERATIVE
- 70 WAUNAKEE (TDS)
- 71 WEST WISCONSIN TELECOM COOPERATIVE
- 72 WITTENBERG

- AT&T
- CENTURY TEL
- FRONTIER
- FRONTIER
- TDS TELECOM
- OTHER INDEPENDENT TELECOMS
- UNASSIGNED TERRITORY